

1       Laurence D. King (SBN 206423)  
2       Mario M. Choi (SBN 243409)  
**2       KAPLAN FOX & KILSHEIMER LLP**  
3       350 Sansome Street, Suite 400  
3       San Francisco, CA 94104  
4       Telephone: 415-772-4700  
4       Facsimile: 415-772-4707  
5       *lking@kaplanfox.com*  
5       *mchoi@kaplanfox.com*

6 *Counsel for movant Tempus International Fund  
SPC and Opportunity Unique Fund Inc.*

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

11 KALMAN ISAACS, individually and on  
behalf of all others similar situated,

**Plaintiff.**

V.

ELON MUSK and TESLA, INC.,

## Defendants.

Case No.: 3:18-cv-04865-EMC

**DECLARATION OF  
LAURENCE D. KING IN SUPPORT OF  
TEMPUS INTERNATIONAL FUND SPC  
AND OPPORTUNITY UNIQUE FUND  
INC.'S OPPOSITION TO COMPETING  
MOTIONS AND IN FURTHER  
SUPPORT OF THEIR MOTION FOR (1)  
CONSOLIDATION OF RELATED  
ACTIONS; (2) APPOINTMENT AS  
LEAD PLAINTIFF; AND (3) APPROVAL  
OF THEIR CHOICE OF LEAD  
COUNSEL**

Judge: Edward M. Chen  
Courtroom: 5  
Date: November 15, 2018  
Time: 1:30 p.m.

[Additional Captions Below]

1 WILLIAM CHAMBERLAIN, on behalf of  
2 himself and all other similarly situated

3 Plaintiff,  
4  
5 v.  
6 TESLA, INC. and ELON MUSK,  
7 Defendants.

Case No.: 3:18-cv-04876-EMC

7 JOHN YEAGER, Individually and on Behalf of  
8 All Others Similarly Situated,

9 Plaintiff,  
10  
11 v.  
12 TESLA, INC. and ELON MUSK,  
13 Defendants.

Case No.: 3:18-cv-04912-EMC

13 CARLOS MAIA, on behalf of himself and all  
14 other similarly situated,

15 Plaintiff,  
16  
17 v.  
18 TESLA, INC. and ELON MUSK,  
19 Defendants.

Case No.: 3:18-cv-04939-EMC

19 KEWAL DUA, Individually and on Behalf of All  
20 Others Similarly Situated,

21 Plaintiff,  
22  
23 v.  
24 TESLA, INC. and ELON MUSK,  
25 Defendants.

Case No.: 3:18-cv-04948-EMC

1 JOSHUA HORWITZ, Individually and on Behalf  
2 of All Others Similarly Situated,  
3 Plaintiff,  
4 v.  
5 TESLA, INC. and ELON R. MUSK,  
6 Defendants.

Case No.: 3:18-cv-05258-EMC

7 ANDREW E. LEFT, Individually and on Behalf  
8 of All Other Similarly Situated,  
9 Plaintiff,  
10 v.  
11 TESLA, INC., and ELON R. MUSK,  
12 Defendants.

Case No.: 3:18-cv-05463-EMC

13 ZHI XING FAN, Individually and On Behalf of  
14 All Others Similarly Situated,  
15 Plaintiff,  
16 v.  
17 TESLA, INC., and ELON R. MUSK,  
18 Defendants.

Case No.: 3:18-cv-05470-EMC

19 SHAHRAM SODEIFI, Individually and on  
20 behalf of all others similarly situated,  
21 Plaintiff,  
22 v.  
23 TESLA, INC., a Delaware corporation, and  
24 ELON R. MUSK, an individual,  
25 Defendants.

Case No.: 3:18-cv-05899-EMC

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27  
28

1 I, Laurence D. King, hereby declare as follows:

2 1. I am a partner at the law firm of Kaplan Fox & Kilsheimer LLP. I respectfully submit  
3 this Declaration in Support of Tempus International Fund SPC and Opportunity Unique Fund Inc.'s  
4 Opposition to Competing Motions and in Further Support of Their Motion for (1) Consolidation of  
5 the Related Actions; (2) Appointment as Lead Plaintiff; and (3) Approval of Their Choice of Lead  
6 Counsel. If called as a witness, I could and would competently testify thereto to all facts within my  
7 personal knowledge.

8 2. Attached hereto as Exhibit A is a true and correct copy of the NFA Regulatory  
9 Actions concerning Andrew M. Left obtained on October 23, 2018 from [www.nfa.futures.org](http://www.nfa.futures.org).  
10 Highlights were added by counsel.

11 3. Attached hereto as Exhibit B are true and correct copies of the following documents  
12 concerning an Enforcement Committee Decision by the Autorité des Marchés Financiers (the  
13 "AMF") concerning Thierry Boutin ("Boutin") pursuant to which Boutin was fined €1.2 million by  
14 the AMF for insider market abuse and breaches:

15 B-1: February 26, 2008 AMF Press Release;

16 B-2: English Translation by Google Translator of AMF publication dated  
17 February 27, 2008 of December 6, 2007 Decision by the AMF; and

18 B-3: AMF publication dated February 27, 2008 of December 6, 2007 Decision by  
19 the AMF in French.

20 4. Attached hereto as Exhibit C are true and correct copies of the following concerning  
21 an Enforcement Committee Decision by the AMF concerning Boutin pursuant to which Boutin was  
22 fined €500,000 by the AMF for insider market abuse and breaches:

23 C-1: English Translation by Google Translator of June 16, 2008 AMF Decision.

24 C-2: June 16, 2008 Decision by the AMF in French.

25 5. Attached hereto as Exhibit D is a true and correct copy of the October 10, 2016 Order  
26 in *In re Tesla Motors, Inc. Stockholder Litig.* C.A. No. 12711-VCS (Del. Ch.) (the "Tesla Derivative  
27 Action") appointing Robbins Geller Rudman & Dowd LLP as Co-Lead Counsel in the Tesla  
28 Derivative Action.

6. Attached hereto as Exhibit E is a true and correct copy of the Second Amended Verified Class Action and Derivative Complaint, filed on March 16, 2017, in the Tesla Derivative Action.

7. Attached hereto as Exhibit F is a true and correct copy of Labaton Sucharow LLP's Motion to Withdraw the Appearance of Labaton Sucharow LLP on Behalf of Plaintiffs Arkansas Teacher Retirement System and Boston Retirement System in the Tesla Derivative Action, dated October 5, 2018.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed this 23rd day of October at San Francisco, California.

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/s/ *Laurence D. King*  
Laurence D. King